

State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

ZAKOPANE REAL ESTATE ASSOCIATES

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is ZAKOPANE REAL ESTATE ASSOCIATES, INC.

SECOND: The shareholders of the corporation on April 10, 19 87, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

The number of authorized shares shall be increased from 100 shares common stock, no par, to 300 shares commonstock, no par.

03/31/88

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THIRD: The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Common	100

FIFTH: The number of shares voted for such amendment was 100; and the number of shares voted against such amendment was 0

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
common	100	0

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (if no change, so state)



No change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (if no change, so state)

No change

Dated March 4, 1988

ZAKAPONE REAL ESTATE ASSOCIATES INC.

By 
Marc Perlman
Its President
and 
Alan Perlman
Its Secretary

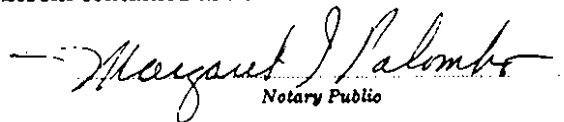
STATE OF RHODE ISLAND

COUNTY OF Washington

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At North Kingstown in said county on this 7th day of
March, 1988, personally appeared before me Marc Perlman
and Alan Perlman, who, being by me first duly sworn, declared that he is the
President and Secretary of ZAKOPANE REAL ESTATE ASSOCIATES INC.

that he signed the foregoing document as President and Secretary of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)